

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: LoveSac Corporation	)	
	)	
SAC Acquisition LLC,	)	
	)	
Appellant,	)	C.A. No. 07-19
	)	
v.	)	
	)	
LoveSac Liquidating Trust,	)	
	)	Bankr. Case No. 06-10080
Appellee.	)	AP 06-79

**AGREEMENT AND REQUEST TO DISMISS  
APPEAL PURSUANT TO FED. R. BANKR. P. 8001(c)(2)**

Pursuant to Federal Rule of Bankruptcy Procedure 8001(c)(2), the undersigned parties hereby agree to dismiss the above-captioned appeal, with prejudice, and respectfully request that the Court enter the proposed order, attached hereto as Exhibit A dismissing the appeal. The parties further agree that each of the parties shall bear its own costs and attorneys' fees incurred in this appeal.

[The remainder of this page was intentionally left blank.]

Dated: January \_\_, 2007

MORRIS JAMES LLP



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Attorneys for the LoveSac Liquidating  
Trust

EXHIBIT A

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re: LoveSac Corporation	)	
	)	
SAC Acquisition LLC,	)	
	)	
Appellant,	)	C.A. No. 07-19 (UNA)
	)	
v.	)	
	)	
LoveSac Liquidating Trust,	)	
	)	Bankr. Case No. 06-10080
Appellee.	)	AP 06-79

**ORDER DISMISSING APPEAL**

Having considered the Agreement and Request to Dismiss Appeal Pursuant to Fed.

R. Bankr. P. 8001(c)(2) filed in the above-captioned matter, it is hereby:

ORDERED that this appeal is dismissed, with prejudice.

\_\_\_\_\_, 2007

\_\_\_\_\_  
Clerk of the United States District Court  
For the District of Delaware

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

In re: LoveSac Corporation	)	
	)	
SAC Acquisition LLC,	)	
	)	
Appellant,	)	C.A. No. 07-19
	)	
v.	)	
	)	
LoveSac Liquidating Trust,	)	
	)	Bankr. Case No. 06-10080
Appellee.	)	AP 06-79

**AFFIDAVIT OF WILLIAM WELLER, PARALEGAL**

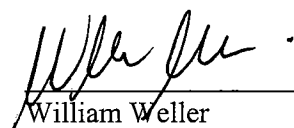
STATE OF DELAWARE :  
: SS:  
NEW CASTLE COUNTY :

I, William Weller, certify that I am, and at all times during the service, have been an employee of Morris James LLP, not less than 18 years of age and not a party to the matter concerning which service was made. I certify further that on January 16, 2007, I caused to be served:

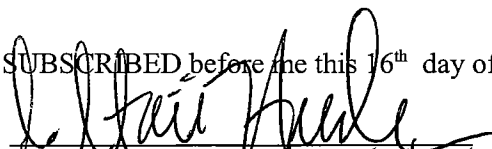
**AGREEMENT AND REQUEST TO DISMISS**  
**APPEAL PURSUANT TO FED. R. BANKR. P. 8001(c)(2)**

Service was completed upon parties on the attached list in the manner indicated thereon.

Date: January 16, 2007

  
\_\_\_\_\_  
William Weller

SWORN AND SUBSCRIBED before me this 16<sup>th</sup> day of January, 2007

  
\_\_\_\_\_  
NOTARY  
My commission expires: 12/11/08

**S. STACI HUDSON**  
**Notary Public - State of Delaware**  
**My Comm. Expires Dec. 11, 2008**

**VIA HAND DELIVERY**

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[Counsel to the LoveSac Liquidating Trust]